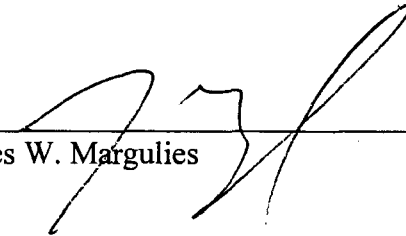


I, James W. Margulies, hereby resign as the sole Director, President,  
Treasurer and Secretary of Cartoon Acquisition, Inc., effective as of January 25, 2005.

  
James W. Margulies